

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05 – 44481 (RDD)
:
Debtors. : (Jointly Administered)
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FIRST AMENDED SCHEDULING ORDER ON DEBTORS' MOTIONS TO
(I) REJECT COLLECTIVE BARGAINING AGREEMENTS UNDER SECTION 1113(c) AND
(II) ELIMINATE RETIREE MEDICAL AND LIFE INSURANCE BENEFITS
FOR UNION-REPRESENTED RETIREES UNDER SECTION 1114(g)

("FIRST AMENDED SECTIONS 1113 AND 1114 SCHEDULING ORDER")

Upon the Motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 1113 and 1114 of the Bankruptcy Code¹ and Fed. R. Bankr. P. 2002(m) and 9006 establishing notice procedures, briefing schedule, and hearing date regarding the Debtors' Motions To (a) Reject Collective Bargaining Agreements Under Section 1113(c) And (b) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (the "1113/1114 Motions"); and this Court having entered an order on October 13, 2005 (Docket No. 232) granting the relief requested in the Motion (the "Order"); and the Debtors having previously advised this Court and publicly announced that the Debtors believed it was appropriate and necessary to defer the filing of 1113/1114 Motions until at least February 17, 2006; and this

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.

Court having determined that changing certain deadlines set forth in the Order in the manner set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

The Order shall continue in full force and effect except as follows:

1. The Debtors shall file and serve the 1113/1114 Motions upon the notice parties listed in paragraph 7 hereof, with a copy to this Court's chambers, no later than 4:00 p.m. (Prevailing Eastern Time) on February 17, 2006.
2. As soon as reasonably practicable following the filing of the 1113/1114 Motions, counsel for the Debtors, the Official Committee of Unsecured Creditors and the International Unions shall meet and confer pursuant to the Case Management Order (Docket No. 245), and the Debtors shall submit a meet and confer report to Chambers with a copy to all other counsel participating in the meet and confer conference.
3. Any opposition to the 1113/1114 Motions (the "Opposition") shall be filed and served upon the Debtors and their counsel, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), with a copy to this Court's chambers and the notice parties listed in paragraph 7 hereof, so as to be received no later than 4:00 p.m. (Prevailing Eastern Time) on March 8, 2006.
4. Any reply by the Debtors to any Opposition shall be filed and served upon the relevant International Unions and their counsel, with a copy to this Court's chambers and the notice parties listed in paragraph 7 hereof, so as to be received no later than 4:00 p.m. (Prevailing Eastern Time) on March 16, 2006.

5. If an Opposition is filed, counsel for the Debtors, the Creditors' Committee and the party filing the Opposition (the "Opposing Party") shall further meet and confer within a reasonable time after the Opposition is filed but prior to the hearing on the 1113/1114 Motions.

6. This Court shall conduct a hearing on the Debtors' 1113/1114 Motions beginning at 10:00 a.m. (Prevailing Eastern Time) on March 21 and continuing on March 22 and thereafter as required.

7. Copies of the 1113/1114 Motions shall be served, along with notice of hearing, via facsimile or overnight mail upon (a) the relevant International Unions (as defined in the Order) and their counsel, (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (c) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg), (d) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), and (e) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican).

8. In the event that the Debtors determine that it is appropriate and necessary to further defer the filing of 1113/1114 Motions, the Debtors shall promptly notify this Court, counsel for the International Unions and counsel for the parties listed in paragraph 7 of this Order.

Dated: New York, New York
February 9, 2006

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE